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Tarrant County Texas

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**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

Electronically Recorded  
Chesapeake Operating, Inc

L0513024

**AMENDMENT TO "OIL AND GAS LEASE" AND  
"MEMORANDUM OF OIL AND GAS LEASE"**

Reference is hereby made to that certain Oil and Gas Lease (hereinafter referred to as "Lease") dated the 3rd day of August, 2005, by and between **the City of Richland Hills**, Lessor, whose address is 3200 Diana Drive, Richland Hills, Texas 76118 and **Four Sevens Oil Company, Ltd.**, whose address is 777 Taylor Street, Suite 1090, Fort Worth, Texas 76102, as evidenced by a Memorandum of Oil and Gas Lease (\*hereinafter referred to as "Memorandum of Lease" as recorded in the Deed Records of Tarrant County as Document No. D205248763 covering the lands described in Exhibit "A" of said Lease and Memorandum of Lease. Said Exhibit "A" of said Lease and Memorandum of Lease was later corrected by Document recorded as D205295001 Deed Records, Tarrant County, Texas (hereinafter referred to as "Correction Memorandum of Lease").

WHEREAS said Lease has been included in the following instruments:

1. Assignment of Oil, Gas and Mineral Lease by and between Four Sevens Oil Co., LTD., as assignor and Chesapeake Exploration, L.L.C. as assignee.

2. Surface and Subsurface Easement Agreement and Assignment of Overriding Royalty by and between the City of Richland Hills as lessor and Dale Property Services, LLC, as lessee executed effective July 14, 2008 recorded as D208297704 in the Deed Records of Tarrant County, Texas.

3. Revivor, Ratification and Amendment of Oil and Gas Lease and Surface and Subsurface Easement Agreement and Assignment of Overriding Royalty (hereinafter referred to as "Revivor") by and between the City of Richland Hills as lessor and Chesapeake Exploration, L.L.C. executed effective May 15,

2009 recorded as D209139096 in the Deed Records of Tarrant County, Texas.

Whereas Chesapeake Exploration, L.L.C. is now the owner of said Lease and is hereinafter referred to as Lessee.

Whereas it is the desire of said Lessor and Lessee to amend the Lease, Memorandum of Lease, and Correction Memorandum of Lease to include a Mother Hubbard Clause and to authorize the lease of an additional 9.191 acres of land, more or less ("Additional Acreage"). It is the intent of the parties to lease the Additional Acreage described herein under the specific terms and conditions of the original Lease. In consideration of and as inducement for the execution of this Amendment by Lessor, Lessee shall tender a one-time bonus payment to Lessor for the Additional Acreage, which shall be due and payable contemporaneously with the execution and delivery of this Amendment by Lessor to Lessee.

Notwithstanding anything in the Lease, as amended, to the contrary, the Additional Acreage is currently used for municipal functions and no oil, gas or other drilling, production or transportation operations of any kind, including but not limited to the drilling, placement, or casing of any well, meter, pipeline, road or other structure shall take place or be situated upon the Additional Acreage. Lessee shall not be permitted any use of the surface of the Additional Acreage for any purpose without the written consent of Lessor. Notwithstanding the foregoing, nothing contained in this provision shall prohibit Lessee from locating beneath the surface of the Additional Acreage the lateral component of a horizontal or directionally drilled well located on lands other than the Additional Acreage provided that such lateral component shall not penetrate the Additional Acreage at a depth of less than 500 feet below the surface.

Now Therefore, the undersigned do hereby amend the legal description as described in Exhibit "A" of said Lease and Memorandum of Lease as described above to lease and include the Additional Acreage and to include the following language:

"In addition to the lands described in Exhibit "A", this lease also covers accretions and any small strips or parcels of land now or hereafter owned by Lessor

which are contiguous or adjacent to the lands described in Exhibit "A", and, in consideration of the aforementioned cash bonus, Lessor agrees to execute at Lessee's request any additional or supplemental instruments for a more complete or accurate description of the land so covered."

Now Therefore, the undersigned does hereby grant, demise, lease and let unto Chesapeake Exploration, L.L.C. the lands described in the new Exhibit "A" attached hereto and incorporated herein by reference.

Furthermore the undersigned do hereby ratify, adopt and confirm said Lease as hereby amended, as a valid and subsisting Lease and the undersigned Lessor does hereby grant, demise, lease and let unto to **Chesapeake Exploration, L.L.C.**, the present owner of said Lease, the premises described above, subject to and in accordance with all of the terms and provisions of said Lease as hereby amended. With the exception of the amendments contained herein, the remainder of the Lease, Memorandum of Lease, and Revivor shall remain unchanged as to their respective terms and conditions.

This agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This instrument may be executed in one document signed by all the parties or in separate documents which shall be counterparts hereof. If executed in separate counterparts, all such counterparts, when executed by one or more parties, shall constitute but one and the same instrument. The failure of one or more parties to execute this instrument or a counterpart hereof shall not in any manner affect the validity and binding effect of same as to the parties who execute said instrument.

EXECUTED the 23 day of Dec, 2009, but for all purposes effective December 21nd, 2009.

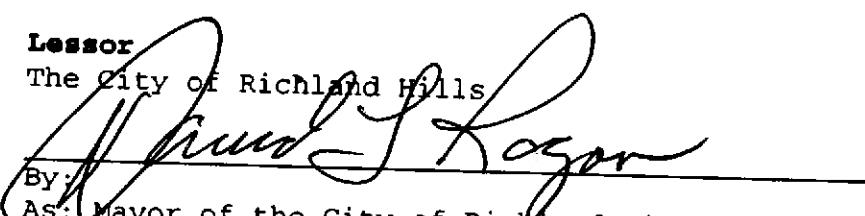
**Signature pages to follow**

**Lessor**

The City of Richland Hills

By:

As: Mayor of the City of Richland Hills

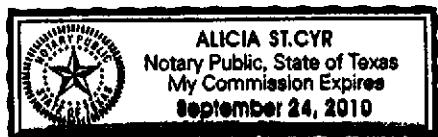


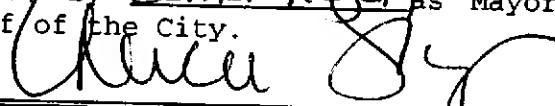
### Acknowledgments

STATE OF TEXAS                    \$

COUNTY OF TARRANT                \$

This instrument was acknowledged before me on  
23 day of Dec, 2009 by David Ragan as Mayor  
of the City of Richland Hills, on behalf of the City.



  
Notary Public State of Texas  
My Commission Expires:  
My Commission Number:

Lessee

Chesapeake Exploration, L.L.C., as Successor in Interest to  
Chesapeake Exploration Limited Partnership  
An Oklahoma Limited Liability Company

By:

Henry J. Hood, Sr. Vice President - Land and Legal & General Counsel

STATE OF OKLAHOMA                \$  
COUNTY OF OKLAHOMA                \$

Before me, the undersigned, a Notary Public in and for said County and State, on this 29th day of December, 2009, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel of **Chesapeake Exploration, L.L.C.**, an Oklahoma Limited Liability Company, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.



Courtney Childress  
Notary Public State of Oklahoma  
My Commission Expires:  
My Commission Number:

EXHIBIT "A"

1.966 ACRES, MORE OR LESS, BEING LOTS 2 THROUGH 8, BLOCK 19, OUT OF THE RICHLAND HILLS SOUTH ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-7, PAGE 59 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.129 ACRES, MORE OR LESS, BEING LOT 24, BLOCK 21, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-G, PAGE 146 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.446 ACRES, MORE OR LESS, BEING LOTS 1 AND 2, BLOCK 5, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-U, PAGE 3 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.121 ACRES, MORE OR LESS, BEING LOT 2A, BLOCK 26, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-L, PAGE 83 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.111 ACRES, MORE OR LESS, BEING LOT 18A, BLOCK 26, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-L, PAGE 83 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.088 ACRES, MORE OR LESS, BEING LOT 5A, BLOCK 28, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-L, PAGE 83 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.298 ACRES, MORE OR LESS, BEING LOT 4, BLOCK 24, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-L, PAGE 83 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.268 ACRES, MORE OR LESS, BEING LOT 5, BLOCK 24, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-L, PAGE 83 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.250 ACRES, MORE OR LESS, BEING LOTS 1B AND 2B, BLOCK 18, OUT OF THE RICHLAND HILLS SOUTH ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN DEED DATED MARCH 20<sup>TH</sup>, 1964 BY AND BETWEEN HOMER W. BENNETT AND WIFE, BERTHA BENNETT, AS GRANTOR, AND CITY OF RICHLAND HILLS, AS GRANTEE RECORDED IN VOLUME 3912, PAGE 57 OF THE DEED RECORDS OF TARRANT COUNTY, TEXAS;

0.287 ACRES, MORE OR LESS, BEING LOT 1A, BLOCK 1, SECOND REVISED FILING OF THE MATTHEWS SUBDIVISION , AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-Q, PAGE 331 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.310 ACRES, MORE OR LESS, BEING LOT 2B, BLOCK 2, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-U, PAGE 3 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.418 ACRES, MORE OR LESS, BEING LOT 2A, BLOCK 2, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-U, PAGE 3 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.113 ACRES, MORE OR LESS, BEING LOT 22A, BLOCK 12, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-G, PAGE 146 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.100 ACRES, MORE OR LESS, BEING LOT 2A, BLOCK 12, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-G, PAGE 163 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.100 ACRES, MORE OR LESS, BEING LOTS 26A AND 4A, BLOCK 13, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-G, PAGE 163 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

1.245 ACRES, MORE OR LESS, BEING LOT 3R, BLOCK 5, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-213, PAGE 92 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.955 ACRES, MORE OR LESS, BEING LOT 1B, BLOCK A, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-Q, PAGE 331 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.454 ACRES, MORE OR LESS, BEING LOT 1A, BLOCK A, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-Q, PAGE 331 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

1.308 ACRES, MORE OR LESS, BEING LOT 1, BLOCK B, OUT OF THE REVISED FILING OF THE MATTHEWS SUBDIVISION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN REVISED PLAT MAP RECORDED IN VOLUME 388-Q, PAGE 331 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.112 ACRES, MORE OR LESS, BEING LOT 11A, BLOCK 27, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-G, PAGE 146 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

0.112 ACRES, MORE OR LESS, BEING LOT 8A, BLOCK 27, OUT OF THE RICHLAND PARK ADDITION, AN ADDITION TO THE CITY OF RICHLAND HILLS, TARRANT COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN THAT CERTAIN PLAT MAP RECORDED IN VOLUME 388-G, PAGE 146 OF THE PLAT RECORDS OF TARRANT COUNTY, TEXAS;

Said lands are deemed to contain 9.191 acres of land, more or less.

Record & Return to:  
Chesapeake Operating, Inc.  
P.O. Box 18496  
Oklahoma City, OK 73154